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Attorneys for CHAMPION LABORATORIES, INC.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Case No. 09-50026 (REG)
)	
GENERAL MOTORS CORP., et al.,)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	
)	

**LIMITED OBJECTION TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS AND (II) CURE AMOUNTS
RELATED THERETO**

Champion Laboratories, Inc. ("Champion"), a party in interest, files this limited objection and reservation of rights to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other

Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (Docket No. 92) (the "Sale Motion") and states as follows:

Champion is a party to certain executory contracts with General Motors Corporation. Champion has reviewed the cure amount set forth on the Contract Website with respect to its executory contracts. In addition to the amounts set forth on the Contract Website, an additional amount of \$371,653.67 is also owed to Champion and should be added to such cure amount for a total cure amount of \$2,511,798.45. A spreadsheet detailing the additional amounts owed is attached hereto as Exhibit "A" and by this reference made a part hereof.

Champion reserves its right to supplement this objection with additional legal or factual arguments.

Dated: June 15, 2009

LATHAM & WATKINS LLP

/s/ Mitchell Seider

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EXHIBIT A

<u>GM Payment Cure Amount</u>	
	\$1,761,178.55
	\$89,837.21
	\$289,129.02
	GM Main
	Saturn
	GM Canada
	Total Payments
\$2,140,144.78	
<u>Champ Unresolved Balances After Payment Breakdown of Balance</u>	
Unpaid Invoices	\$249,581.35
Chargebacks	\$3,310.68
Pricing	\$58,700.18
Shortages	\$24,627.94
Misc Discrepancies	\$6,611.55
Freight	\$3,766.50
Unapplied Cash on Payment (Manual BOL's Created That I Am Unable To Match Up)	-\$5,414.95
Saturn Unpaid Invoices & Chargebacks	\$16,642.46
GM Canada Unpaid Invoices & Pricing	\$13,827.96
Total	\$371,653.67
Grand Total	\$2,511,798.45

These are invoices that were skipped over and not paid. Some of these are invoices that are not showing on the stayed items in E-Dacor

Invoices that have already gone through claims and have been charged back to GM left over pricing from Retro payment not fixed and current pricing issues

Invoices that were short paid

Deductions that were taken with no explanation attached

Deductions on freight charges

Items that were paid using manual BOL's or invoice numbers that cannot be matched to what is in our system

Invoices that were skipped over and deductions taken

Invoices that were skipped over and pricing issues not corrected

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of Champion Laboratories Inc.'s Limited Objection to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Amounts Related Thereto was served on June 15, 2009 automatically through the Court's ECF system to all parties having registered in these Chapter 11 cases under the Court's CM/ECF system, and via overnight Federal Express on the parties identified below:

Debtors:

General Motors Corporation
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Mailcode 480-206-114

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U.S. Treasury
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Attn: Matthew Feldman, Esq.

Attorneys for Purchaser:

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U.S. Trustee:

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Attn: Diana G. Adams, Esq.

DATED: June 15, 2009

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